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11632-2
JAN 19 1994
INTERSTATE COMMERCE COMMISSION

0100090024

January 19, 1994

Recordation No. 11632- Z

Dear Mr. Strickland:

On behalf of Railway Freight Car Service, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Termination and Release ("Release"), dated as of December 30, 1993.

The party executing the enclosed Release is:

Railway Freight Car Service, Inc.
505 Park Avenue
New York, New York 10022

RELEASING PARTY

The said release is a full release, except as indicated in the Release, of all right, title and interest in, to and under the filings made under ICC Recordation No. 11632 and subparts thereof as to the eleven (11) gondola cars in Schedule 1 attached, and the Release should be recorded under the next available letter under Recordation No. 11632, which we believe is -Z

The equipment covered by the enclosed Release is the equipment covered in the attached Schedule 1, namely 11 gondola cars.

A short summary of the Release to appear in the ICC Index is as follows:

"Release as to 11 gondolas"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Allen H. Harrison, Jr.
Attorney for Railway Freight Car Service, Inc.
for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

8310-020

11.632-Z

11632-2
JAN 19 1993 3:15

Termination and Release

This Termination and Release is dated as of December 30, 1993 and executed and delivered by Railway Freight Car Service, Inc. ("RFCS").

- A. RFCS and certain individuals identified as Owners (the "Owners") entered into that certain Agency and Pooling Agreement (the "Agency Agreement") dated as of March 25, 1980 and recorded with the Interstate Commerce Commission on April 8, 1980 under Recordation No. 11632, pursuant to which RFCS became the Agent for the owners of up to 50 100 ton 52'6" gondolas bearing running marks CAGY 13000 through 13049 (the "Equipment").
- B. RFCS and Columbus & Greenville Railway Company ("CAGY") entered into that certain Management Agreement (the "Management Agreement") dated as of March 25, 1980 and recorded with the Interstate Commerce Commission on May 8, 1980 under Recordation No. 11632-A, as amended by Amendment No. 1, dated as of April 1, 1980 and recorded with the Interstate Commerce Commission under Recordation No. 11632-B, pursuant to which CAGY became the manager of the Equipment.
- C. On April 3, 1990 seven Owners representing ownership of 38 units of Equipment provided notice of withdrawal from the Agency Agreement pursuant the terms of that Agency Agreement. Such withdrawal was consummated, but never formally acknowledged or (to the extent required) consented to by RFCS.
- D. RFCS and the other sole remaining owner, J. Lynn Brewbaker, (collectively, "Sellers") and General Electric Railcar Leasing Services Corporation ("Buyer") entered into that certain Purchase and Sale Agreement dated as of December 30, 1993 (the "Sales Agreement"), pursuant to which Buyer agreed to purchase all rights, title and interest in the eleven units of equipment (identified in schedule number 1 attached and hereinafter referred to as the "Railcars") free and clear of all liens, demands, claims, encumbrances or pledges of every nature and kind except for the Management Agreement related to those eleven Railcars.
- E. All of the obligations to RFCS described in the Agency Agreement and the Management Agreement have been fully and completely satisfied.

Now therefore, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, RFCS agrees and states as follows:

1. Total Release. RFCS terminates, releases, waives and completely relinquishes all of its right and interests in and to the Railcars, and all proceeds of the Railcars, except as specifically detailed in Section 4 of the Sales Agreement, including but not limited to any right and interest in and to the Railcars under the Agency Agreement and Management Agreement, and every other document and instrument relating to the Railcars (including without limitation, each and every document or instrument related to the Railcars filed with the Interstate Commerce Commission under Recordation Number 11632 and all supplements and subparts

thereof or thereto).

2. Further Assurances. RFCS agrees to execute any other documents or instruments necessary to further complete, acknowledge and documents the Foregoing termination.

3. Authority. RFCS represents and warrants that it has full authority to execute this Termination and Release.

IN WITNESS WHEREOF, RFCS has executed this Termination and Release as of the day and year first above written.

Railway Freight Car Service, Inc.

By: Morton J. Hall

Title: Vice - Pres.

STATE OF NEW YORK)

SS

COUNTY OF NEW YORK)

On this 29th day of DECEMBER, 1993, before me personally appeared MORTON J. HALL, to me personally known, who, being by me duly sworn, says that he is a VICE - PRES. of Railway Freight Car Service, Inc., that the seal affixed to the foregoing instrument is the seal of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial seal]

CELIA ZISFEIN
Notary Public, State of New York
No. 0121 4999331
Qualified in Nassau County
Commission Expires July 20, 1994

My commission expires July 20, 1994

